

ORIGINAL**UNITED STATES DISTRICT COURT
SOUTHERN DISTRICT OF NEW YORK****JUDGE CASTEL****07 CIV 7785**

Index No. 07-CV-

FREQUENCY, LLC (f/k/a GOODRADIO.TX, LLC),

Plaintiff,

v.

CLEAR CHANNEL BROADCASTING, INC.,

Defendant..

**DECLARATION OF
ARIANE A. QURESHI IN
SUPPORT OF REQUEST
FOR ORDER TO FILE UNDER
SEAL****DECLARATION OF ARIANE A. QURESHI
IN SUPPORT OF REQUEST FOR ORDER TO FILE UNDER SEAL**

I, Ariane A. Qureshi, declare and state as follows:

1. My name is Ariane A. Qureshi. I am over the age of 21. I have never been arrested for or convicted of any crime, and I have personal knowledge of the facts contained herein, which are true and correct.

2. I am licensed to practice law in the state of New York, and I am a senior counsel with the law firm of Akin Gump Strauss Hauer & Feld, LLP ("Akin Gump"). Akin Gump represents the Defendant Clear Channel Broadcasting, Inc., ("Clear Channel") in the above-captioned lawsuit.

3. This action was originally commenced in the Supreme Court of the State of New York, County of New York, on August 20, 2007 by Plaintiff Frequency, LLC ("Frequency").

4. At the time Frequency filed the lawsuit in state court, it requested that the complaint be filed under sealed because of the confidential nature of the parties' dispute. A copy

of Frequency's Request for Judicial Intervention is attached as Exhibit A. Pursuant to Justice Herman Cahn's August 20, 2007 order, the County Clerk was directed to deny access to the entire file except to the parties, any attorneys who appeared therein and authorized Court personnel because of the confidential nature of the information at issue. A copy of Judge Cahn's order is attached as Exhibit B.

5. Clear Channel therefore requests that the materials attached to its Notice of Removal be filed under seal in accordance with Frequency's request and Justice Cahn's order.

6. I swear under penalty of perjury that the foregoing is true and correct.

Executed in New York, New York on this 31st day of August 2007.


ARIANE A. QURESHI

EXHIBIT A

REQUEST FOR JUDICIAL INTERVENTION

SUPREME COURT, NEW YORK COUNTY
 INDEX NO. 602808-07 DATE PURCHASED: 8/20/07

For Clerk Only

PLAINTIFF(S):

FREQUENCY, LLC, f/k/a GOODRADIO.TV, LLC

TAS entry date

DEFENDANT(S):

CLEAR CHANNEL BROADCASTING, INC.

Judge Assigned

RJI Date

Date issue joined: _____ Bill of particulars served (Y/N): YesNATURE OF JUDICIAL INTERVENTION (check ONE box only AND enter information)

Request for preliminary conference Notice of petition (return date:)
 Note of issue and/or certificate of Relief sought _____
 Notice of motion (return date:) Notice of medical or dental malpract
 readiness action (specify:)
 Order to show cause Statement of net worth
 (clerk enter return date:) Writ of habeas corpus
 Relief sought Sealing of file Other (specify:)
 Other ex parte application (specify:)

NATURE OF ACTION OR PROCEEDING (Check ONE box only)MATRIMONIAL

Contested -CM
 Uncontested -UM

TORTS

Malpractice Medical/Podiatric
 Dental * Other Professional

COMMERCIAL

Contract -CONT
 Corporate -CORP
 Insurance (where insurer is a Motor Vehicle
 party, except arbitration) *Products Liability
 UCC (including sales, Environmental
 negotiable instruments) Asbestos
 *Other Commercial Breast Implant
 -OC *Other Negligence

Environmental
 Asbestos
 Breast Implant
 *Other Negligence

REAL PROPERTY

Tax Certiorari -TAX
 Foreclosure -FOR
 Condemnation -COND
 Landlord/Tenant -LT
 *Other Real Property -ORP

*Other Tort (including
 intentional)

SPECIAL PROCEEDINGS

Art. 75 (Arbitration) Art. 77 (Trusts)
 Art. 78 Election Law
 Guardianship (MHL Art. 81) *Other Mental Hygiene

OTHER MATTERS

* -OTH

*Other Special Proceeding

* If asterisk used, please specify.

Check "YES" or "NO" for each of the following questions:

IS this action/proceeding against a

YES	NO	Municipality: (Specify _____)	YES	NO	Public Authority (Specify _____)
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YES	NO	Does this action/proceeding seek equitable relief?
[]	[x]	Does this action/proceeding seek recovery for personal injury?
[]	[x]	Does this action/proceeding seek recovery for property damage?

Pre-Note Time Frames:

(This applies to all cases except contested matrimonial and tax certiorari cases)

Estimated time period for case to be ready for trial (from filing of RJI to filing of Note of I)

Expedited: 0-8 months Standard: 9-12 months Complex: 13-15 months

Contested Matrimonial Cases Only: (Check and give date)Has summons been served? No Yes, Date _____Was a Notice of No Necessity filed? No Yes, Date _____ATTORNEY(S) FOR PLAINTIFF(S)

<u>Self Rep. *</u>	<u>Name</u>	<u>Address</u>	<u>Phone #</u>
<input type="checkbox"/>	Michael T. Reynolds CRAVATH, SWAINE & MOORE LLP	Worldwide Plaza 825 Eighth Avenue New York, NY 10019	212-474-1000
<input type="checkbox"/>			

ATTORNEY(S) FOR DEFENDANT(S) :

<u>Self Rep. *</u>	<u>Name</u>	<u>Address</u>	<u>Phone #</u>
<input type="checkbox"/>			
<input type="checkbox"/>			

*Self Represented: parties representing themselves, without an attorney, should check the "Self box and enter their name, address, and phone # in the space provided above for attorneys.

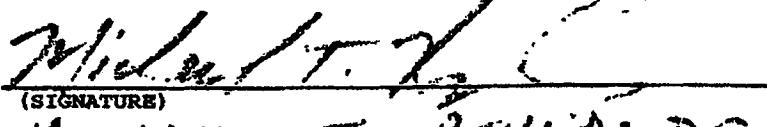
INSURANCE CARRIERS:RELATED CASES: (IF NONE, write "NONE" below)

<u>Title</u>	<u>Index #</u>	<u>Court</u>	<u>Nature of Relati</u>
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NONE

I AFFIRM UNDER PENALTY OF PERJURY THAT, TO MY KNOWLEDGE, OTHER THAN AS NOTED ABOVE, THERE HAVE BEEN NO RELATED ACTIONS OR PROCEEDINGS, NOR HAS A REQUEST FOR JUDICIAL INTERVENTION BEEN FILED IN THIS ACTION OR PROCEEDING.

Dated: August 20, 2007


 (SIGNATURE)
 MICHAEL T. REYNOLDS
 (PRINT OR TYPE NAME)

Plaintiff
 ATTORNEY FOR

SUPREME COURT OF THE STATE OF NEW YORK
COUNTY OF NEW YORK

-----X
FREQUENCY, LLC, f/k/a GOODRADIO.TV, LLC,

Plaintiff/Respondent

- against -

CLEAR CHANNEL BROADCASTING, INC.,

Index No. 602808 / 2007

STATEMENT IN SUPPORT OF
REQUEST FOR ASSIGNMENT
TO COMMERCIAL DIVISION

Defendant/Plaintiff

-----X

MICHAEL T. REYNOLDS, Plaintiff, counsel for FREQUENCY, LLC, the
in this matter, submits this Statement and the accompanying copy
of the pleadings, pursuant to Section 202.70 (d) (2) of the Uniform Rules for the Trial Courts, in support of
the request of said party for the assignment of this matter to the Commercial Division of this court.

(1) I have reviewed the standards for assignment of cases to the Commercial Division set forth in
Section 202.70. This case meets those standards. I therefore request that this case be assigned to the Division.

(2) The sums at issue in this case (exclusive of punitive damages, interest, costs, disbursements, and
counsel fees claimed) are equal to or in excess of the monetary threshold of the Division in this county as set
out in Subdivision (a) of said Section, or equitable or declaratory relief is sought, in that
plaintiffs have been damaged by defendant's breach of contract
in excess of \$100,000

(3) This case falls within the standards set out in Subdivision (b) of the Section and does not come
within the groups of cases set out in Subdivision (c) that will not be heard in the Division, in that
it involves claims for breach of contract arising out of the sale of assets.

Dated: August 20, 2007


Michael T. Reynolds, Esq. (Signature)

CRAVATH, SWAINE & MOORE (Firm)
825 Eighth Avenue (Address)
New York, NY 10019
212-474-1000 (Phone)
212-474-3700 (Fax)
mreynolds@cravath.com (E-Mail)

EXHIBIT B

At an IAS Part 49 of the Supreme Court of the State of New York held in and for the County of New York at the Courthouse thereof, 60 Centre Street, New York, New York, on the 20th day of August 2007.

PRESENT:

HON. HERMAN CAHN
Justice.

SUPREME COURT OF THE STATE OF NEW YORK
COUNTY OF NEW YORK

FREQUENCY, LLC, f/k/a GOODRADIO.TV, LLC

Plaintiff,

-against-

CLEAR CHANNEL BROADCASTING, INC.

Defendant.

Index No. 602808-07

ORDER TO SHOW CAUSE
FOR ORDER DIRECTING
FILING OF DOCUMENTS
UNDER SEAL

Upon the annexed affirmation of Michael T. Reynolds, dated August 20, 2007, it is hereby

ORDERED that Defendant show cause before this Court at

IAS Part 49, Courtroom 232, 60 Centre Street, New York, New York 10007 on the 4th day of SEPTEMBER, 2007, at 100PM, why an order should not be entered pursuant to 22 N.Y.C.R.R. § 216.1 granting the following relief:

(a) that the pleadings, affidavits, exhibits, evidence, judgments, orders, decisions, transcripts of hearings and any other papers previously filed or to be filed in this proceeding be filed in a sealed envelope bearing the

caption, index number and an inscription "Filed Under Seal", and be kept in the custody of the Clerk of this Court or the County Clerk at the County Courthouse for the County of New York; and

(b) that the Clerk of this Court and the County Clerk not permit any person (other than the parties, any attorneys who have appeared herein and authorized court personnel) to examine, copy or peruse any of the aforesaid papers filed in a sealed envelope and bearing the inscription "Filed Under Seal" except by order of the Court upon prior application with notice to the attorneys who have appeared herein; and

ORDERED that pending the hearing of this motion, the Clerk of this Court and the County Clerk are directed to deny access to the entire file under the above caption and index number to all persons except the parties, any attorneys who have

appeared herein, and authorized Court personnel; and it is further

AND THE SUMMONS AND COMPLAINT

ORDERED that service by hand of a copy of this Order upon Defendant's ^{AGENT} counsel or Defendant's authorized representative, on or before the 21st day of August, 2007, shall be deemed good and sufficient service and notice thereof.

ENTER,

s/ Herman Cahn

FILED

Aug. 20, 2007

N.Y. County

CLERK'S OFFICE

SUPREME COURT OF THE STATE OF NEW YORK
COUNTY OF NEW YORK

FREQUENCY, LLC, f/k/a GOODRADIO.TV, LLC

Plaintiff,
-against-

CLEAR CHANNEL BROADCASTING, INC.

Defendant.

AFFIRMATION OF
MICHAEL T. REYNOLDS

FILED UNDER SEAL

MICHAEL T. REYNOLDS, an attorney duly admitted to practice in the courts of the State of New York, hereby affirms the following under penalties of perjury pursuant to CPLR § 2106:

1. I am a member of the firm of Cravath, Swaine & Moore LLP, attorneys for plaintiff Frequency, LLC, f/k/a GoodRadio.TV, LLC ("Frequency") in the above-captioned action.
2. I submit this declaration in support of Frequency's IAS Part _____ Application to Seal the Complaint.
3. As described in the accompanying Complaint against Clear Channel Broadcasting, Inc. ("Clear Channel"), Frequency seeks damages and declaratory relief for Clear Channel's breach of an April 30, 2007 Asset Purchase Agreement ("APA") entered into between Frequency as Buyer and Clear Channel (and several of Clear Channel's corporate affiliates) as Seller, for the sale of certain radio stations and related assets.
4. In particular, Frequency alleges that Clear Channel has materially breached Section 2.15 and Section 4.1(a) of the APA by providing Frequency with

materially false financial statements. Frequency also alleges that Clear Channel materially breached those sections of the APA by operating the stations to be transferred to Frequency under the APA in a manner inconsistent with past practices and ordinary course of business practices, including but not limited to by eliminating marketing and promotion expenditures for those stations, by failing to keep or replace key employees at those stations, and by materially reducing capital expenditures at those stations.

5. Section 5.2 of the APA states:

Announcements. Prior to Closing, no party shall, without the prior written consent of the other, issue any press release or make any other public announcement concerning the transactions contemplated by this Agreement, except to the extent that such party is so obligated by law, in which case such party shall give advance notice to the other, and except that the parties shall cooperate to make a mutually agreeable announcement.

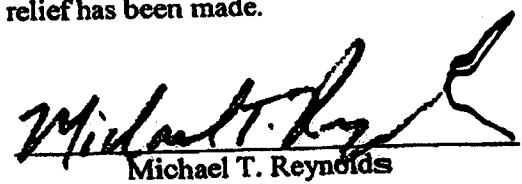
6. Section 5.2 of the APA forbids Frequency from making public the terms of the APA or making any public allegations in a Complaint about the transactions governed by the APA.

7. In a July 27, 2007 letter from Clear Channel (attached as Exhibit C to the Complaint), Clear Channel already took the position that it "is not in breach or default of the APA, and any public statement to that effect will expose [Frequency, LLC] to substantial liability".

8. In light of the foregoing, Frequency respectfully submits that good cause exists for the accompanying Complaint and its attachments to be filed under seal. For the same reasons, this declaration and the accompanying memorandum of law should be filed under seal. Therefore, Frequency requests that the accompanying proposed order be entered.

9. No prior application for this relief has been made.

Dated: August 30, 2007



Michael T. Reynolds